

EXHIBIT B

BI (Official Form 1) (1/08)

United States Bankruptcy Court Southern District of Georgia		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): TitleMax of South Carolina, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Schedule Attached		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 75-3019790		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): 15 Bull Street, Suite 200 Savannah, GA		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
ZIP CODE 31401		ZIP CODE
County of Residence or of the Principal Place of Business: Chatham		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):		ZIP CODE
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 100(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input checked="" type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

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Page 2

Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): TitleMax of South Carolina, Inc.	
Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: None	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by § 342(b) of the Bankruptcy Code. X Signature of Attorney for Debtor(s) _____ Date _____	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord or lessor that obtained judgment) _____ (Address of landlord or lessor) <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			

TileMax of South Carolina, Inc.

[illegible]

1. $\frac{1}{x^2} = x^{-2}$
 $\frac{d}{dx} x^{-2} = -2x^{-3} = -\frac{2}{x^3}$
 $\frac{d}{dx} \frac{1}{x^2} = -\frac{2}{x^3}$

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X

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Marvin A. Parness
Ct. Bar No. 258628
Gray & Parnell, LLP
P.O. Box 5050
Savannah, GA 31417

$$S_1 = \{ \langle x, y \rangle \mid x \text{ is a prime number and } y \text{ is a composite number} \}$$

4/20/2009

$$x_1 = \frac{1}{\sqrt{2}} \begin{pmatrix} 1 \\ -1 \end{pmatrix}, x_2 = \frac{1}{\sqrt{2}} \begin{pmatrix} 1 \\ 1 \end{pmatrix}, x_3 = \frac{1}{\sqrt{2}} \begin{pmatrix} -1 \\ 1 \end{pmatrix}, x_4 = \frac{1}{\sqrt{2}} \begin{pmatrix} -1 \\ -1 \end{pmatrix}$$

X

Tracy Young
Chief Executive Officer

4/20/2009

IN RE TitleMax of South Carolina, Inc.

Debtor(s)

Case No.

VOLUNTARY PETITION
Continuation Sheet - Page 1 of 1

All Other Names used by the Debtor in the last 8 years:

Current:

TitleMax

TitleBucks

US TitlePawn

American Title

CheckMax

Corporations merged into TitleMax of South Carolina, Inc., in 2003:

TitleMax #1 of Charleston, Inc.

TitleMax #1 of Columbia, Inc.

TitleMax #1 of Greenville, Inc.

TitleMax #2 of Charleston, Inc.

TitleMax #2 of Columbia, Inc.

TitleMax #2 of Greenville, Inc.

TitleMax #3 of Charleston, Inc.

TitleMax #3 of Columbia, Inc.

TitleMax #3 of Greenville, Inc.

TitleMax of Aiken, Inc.

TitleMax of Anderson, Inc.

TitleMax of Beaufort, Inc.

TitleMax #2 of Summerville, Inc.

TitleMax of Conway, Inc.

TitleMax of Florence, Inc.

TitleMax of Gaffney, Inc.

TitleMax of Georgetown, Inc.

TitleMax of Goose Creek, Inc.

TitleMax of Greenwood, Inc.

TitleMax of Moncks Corner, Inc.

TitleMax of Mount Pleasant, Inc.

TitleMax of Myrtle Beach, Inc.

TitleMax of N. Augusta, Inc.

TitleMax of North Charleston, Inc.

TitleMax of Orangeburg, Inc.

TitleMax of Rock Hill, Inc.

TitleMax of Simpsonville, Inc.

TitleMax of Spartanburg, Inc.

TitleMax of Summerville, Inc.

TitleMax of Sumter, Inc.

TitleMax of Walterboro, Inc.

e:\data\2009\12\12\Long Inc 11-09-09\09-04-09\Long 12-09-09-01

11/10/09

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF GEORGIA
SAVANNAH DIVISION**

	: Chapter 11
In re:	:
	: Case No. 09-40805
TITLEMAX HOLDINGS, LLC, <u>et al.</u> ,	:
	: (Jointly Administered)
Debtors.	:
	: Hon. Lamar W. Davis, Jr.

**NOTICE OF COMMENCEMENT OF CHAPTER 11
CASES AND MEETING OF CREDITORS**

TO ALL INTERESTED PARTIES:

On April 20, 2009, (the "Commencement Date"), TitleMax Holdings, LLC and fifteen of its affiliates identified below (collectively, the "Debtors") each filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. 101 through 1330 (the "Bankruptcy Code") with the United State Bankruptcy Court for the Southern District of Georgia (the "Court"). As of the Commencement Date, the Debtors are as follows:

Debtor Name:	Debtor Address:	Case Number:	Date Case Filed:	Taxpayer ID Number:
TitleMax Holdings, LLC	15 Bull Street, Suite 200 Savannah, GA 31401	09-40805	4/20/2009	20-1106313
TitleMax Financing, Inc.	15 Bull Street, Suite 200 Savannah, GA 31401	09-40806	4/20/2009	58-2660259
TitleMax Funding, Inc.	15 Bull Street, Suite 200 Savannah, GA 31401	09-40807	4/20/2009	58-2657930
TitleMax of Georgia, Inc.	15 Bull Street, Suite 200 Savannah, GA 31401	09-40808	4/20/2009	58-2547327
TitleMax of South Carolina, Inc.	15 Bull Street, Suite 200 Savannah, GA 31401	09-40809	4/20/2009	75-3019790
TitleMax of Tennessee, Inc.	15 Bull Street, Suite 200 Savannah, GA 31401	09-40810	4/20/2009	75-3019795
TitleMax of Alabama, Inc.	15 Bull Street, Suite 200 Savannah, GA 31401	09-40811	4/20/2009	63-1256753
TitleMax of Texas, Inc.	15 Bull Street, Suite 200 Savannah, GA 31401	09-40813	4/20/2009	02-3143052
TitleMax Of Missouri, Inc.	15 Bull Street, Suite 200 Savannah, GA 31401	09-40814	4/20/2009	36-4583337
TitleMax of Mississippi, Inc.	15 Bull Street, Suite 200 Savannah, GA 31401	09-40815	4/20/2009	20-5957077
TitleMax of Illinois, Inc.	15 Bull Street, Suite 200 Savannah, GA 31401	09-40816	4/20/2009	20-5957376
TitleMax of Virginia, Inc.	15 Bull Street, Suite 200 Savannah, GA 31401	09-40817	4/20/2009	20-5957186
CheckMax of Mississippi, Inc.	15 Bull Street, Suite 200 Savannah, GA 31401	09-40818	4/20/2009	20-5957511
CheckMax of South Carolina, Inc.	15 Bull Street, Suite 200 Savannah, GA 31401	09-40819	4/20/2009	20-0816120
CheckMax of Virginia, Inc.	15 Bull Street, Suite 200 Savannah, GA 31401	09-40820	4/20/2009	20-8272595
CheckMax of Tennessee, Inc.	15 Bull Street, Suite 200 Savannah, GA 31401	09-40821	4/20/2009	20-0816101

OTHER NAMES USED BY THE DEBTORS IN THE PAST 8 YEARS: TitleMax, TitleBucks, US TitlePawn, American Title, CheckMax

Attorney for the Debtors (name and address):

GRAY & PANNELL LLP
24 Drayton Street, Suite 1000
Savannah, GA 31401
(912) 443-4043
Marvin A. Fentress, Esq.
(GA Bar No. 258628)

DLA PIPER LLP (US)
1251 Avenue of the Americas
New York, New York 10020-1104
(212) 335-4500
Thomas R. Califano, Esq., Jeremy R. Johnson, Esq.,
Christopher R. Thomson, Esq.

Meeting of Creditors:

Date: Monday, June 1, 2009
Time: 2:00 PM
Location: Office of the United States Trustee
222 West Oglethorpe Avenue, Room 304
Savannah, Georgia 31401

Deadline to File a Proof of Claim
Proof of Claim must be <i>received</i> by the bankruptcy clerk's office by the following deadline:
Notice of Deadline will be sent at a later time
Deadline to File a Complaint to Determine Dischargeability of Certain Debts
July 31, 2009

Address of the Bankruptcy Clerk's Office:	Name and Address of the Official Noticing and Claims Agent for Clerk of Court (i.e., where Proofs of Claim should be filed):
US Bankruptcy Court, Southern District of Georgia Post Office 8347 125 Bull Street, Room 213 Savannah, Georgia 31412 Phone (912) 650-4100 Hours Open: Monday - Friday; 8:30 am – 5:00 pm	Titlemax, Inc. Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5012 New York, NY 10150-5012 Telephone Number: 888-498-7763 Website Address: http://chapter11.epiqsystems.com/TitleMax

COMMENCEMENT OF CASES. Petitions for reorganization under Chapter 11 of the Bankruptcy Code have been filed in this Court by each of the Debtors as set forth above, and orders for relief have been entered. Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, each of the Debtors is authorized to continue to operate its businesses and manage its properties as a debtor in possession. Pursuant to an order of this Court, the Debtors' Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered under **Case No. 09-40805 (LWD)** (the "Main Case Docket"). You will not receive notice of all documents filed in these cases. You must file a formal notice of appearance with the bankruptcy clerk's office pursuant to the Federal Rules of Bankruptcy Procedure if you wish to receive notice of pleadings and other papers filed in these bankruptcy cases. All documents filed with the Court can be accessed through the website maintained by the United States Bankruptcy Court for the Southern District of Georgia www.gasb.uscourts.gov or through an account obtained from PACER Service Center at 1-800-676-6856 or <http://pacer.psc.uscourts.gov/>. In addition, an unofficial version of the docket is accessible free of charge at <http://chapter11.epiqsystems.com/TitleMax>.

Chapter 11 allows a debtor to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed by the court. You may be sent a copy of the plan and a disclosure statement telling you about the plan, and you might have the opportunity to vote on the plan. You will be sent notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the debtor's property and may continue to operate any business.

LEGAL ADVICE. The staff of the bankruptcy clerk's office, the United States Trustee, and the Claims and Noticing Agent cannot give legal advice. You may want to consult with an attorney to protect your rights.

CREDITORS GENERALLY MAY NOT TAKE CERTAIN ACTIONS. A creditor is anyone to whom the Debtors owe money or property. Under the Bankruptcy Code, a debtor is generally granted certain protection against creditors. Common examples of prohibited actions by creditors include contacting the debtor by telephone, mail, or otherwise to demand repayment, taking action against the debtors or to take property from the debtor, and starting or continuing foreclosure actions, repossessions, or wage deductions. If unauthorized actions are taken by a creditor against any of the Debtors or property of any of the Debtors, it may result in violations of section 362 of the Bankruptcy Code. Creditors may wish to seek legal advice regarding the scope of section 362 of the Bankruptcy Code.

MEETING OF CREDITORS. A meeting of creditors is scheduled for **Monday, June 1, 2009 at 2:00 pm (Eastern) at the office of the United States Trustee, located at 222 West Oglethorpe Avenue, Suite 304, Savannah, Georgia 31401.** The telephone number for said office is (912) 652-4112. Pursuant to agreement with the United States Trustee, the Debtors shall file their respective schedules and statements of financial affairs by May 25, 2009. Parties may determine whether such schedules and statements of financial affairs have been filed by referring to the docket, which is accessible via the Court's web site: www.gasb.uscourts.gov, as referenced above. Alternatively, parties may refer to the

website maintained by the Claims and Noticing Agent at <http://chapter11.epiqsystems.com/TitleMax>. As specified in Bankruptcy Rule 9001(5), the Debtors' representative is required to appear at the meeting of creditors on the date and at the place set forth above for the purpose of being examined under oath. Attendance by creditors at the meeting is welcomed, but not required. At the meeting, the creditors may examine the Debtors' representative and transact such other business as may properly come before the meeting. The meeting may be continued or adjourned from time to time by notice at the meeting without further written notice.

CLAIMS. A Proof of Claim is a signed statement describing a creditor's claim. You may look at the schedules that will be filed on May 25, 2009, after that date, at the bankruptcy clerk's office or at the website maintained by the Claims and Noticing Agent at <http://chapter11.epiqsystems.com/TitleMax>. If your claim is scheduled and is not listed as disputed, contingent, or unliquidated, it will be allowed in the amount scheduled unless you filed a Proof of Claim or you are sent further notice about the claim. Whether or not your claim is scheduled, you are permitted to file a Proof of Claim. If your claim is not listed at all or if your claim is listed as disputed, contingent, or unliquidated, then you must file a Proof of Claim or you might not be paid any money on your claim and may be unable to vote on a plan. A secured creditor retains rights in its collateral regardless of whether that creditor files a Proof of Claim. Filing a Proof of Claim submits the creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a Proof of Claim may surrender important nonmonetary rights, including the right to a jury trial. **Filing Deadline for a Foreign Creditor:** The deadlines for filing claims apply to all creditors. If this notice has been mailed to a creditor at a foreign address, the creditor may file a motion requesting the court to extend the deadline. A separate notice of the deadlines to file proofs of claim and proof of claim forms will be provided at a later date to the Debtors' known creditors.

NOTICE. On April 23, 2009, the Court entered an Order Approving the Appointment of Epiq Bankruptcy Solutions, LLC as Noticing, Claims, and Balloting Agent for the Bankruptcy Court. A copy of this order is available through the website maintained by the United States Bankruptcy Court for the Southern District of Georgia www.gasb.uscourts.gov, through an account obtained from PACER Service Center. In addition, the order is accessible free of charge at <http://chapter11.epiqsystems.com/TitleMax>.

DISCHARGE OF DEBTS. Confirmation of a Chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See Bankruptcy Code section 1141 (d). A discharge means that you may never try to collect the debt from the debtor, except as provided in the plan. If you believe that a debt owed to you is not dischargeable under Bankruptcy Code section 1141 (d) (6) (A), you must start a lawsuit by filing a complaint in the bankruptcy clerk's office for the Southern District of Georgia by the "Deadline to File a Complaint to Determine Dischargeability of Certain Debts" listed above. The bankruptcy clerk's office must receive the complaint and any required filing fee by that deadline.

BANKRUPTCY CLERK'S OFFICE. Any paper that you file in this bankruptcy case should be filed at the bankruptcy clerk's office for the Southern District of Georgia at the address listed with the exception of claims and ballots which are to be filed with Epiq Bankruptcy Solutions LLC, Noticing, Claims and Balloting Agent for the Bankruptcy Court. You may inspect all papers filed, including the list of the debtor's property and debts and the list of the property claimed as exempt, at the bankruptcy clerk's office for the Southern District of Georgia.

FOREIGN CREDITORS. Consult a lawyer familiar with United States bankruptcy law if you have any questions regarding your rights in this case.

Dated: May 5, 2009

Samuel L. Kay, Clerk
US Bankruptcy Court, Southern District of Georgia (Savannah Division)
125 Bull Street, Room 213
Savannah, Georgia 31401
Phone (912) 650-4100